

**Amendments to the Specification:**

Please replace the Title of the Invention on page 1, line 2, with the following Title.

--AN IMAGE PICKUP APPARATUS WITH FOCUSING LENS CONTROL DEVICE

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Please replace the paragraph beginning at page 24, line 7 and ending at page 24, line 8, with the following rewritten paragraph.

--Fig.12 is a view showing a data table of cam locus information ~~according to~~ used in the first embodiment.--.

Please replace the paragraph starting at page 28, line 13, and ending at page 29, line 7, with the following rewritten paragraph.

--In addition, the lens control microcomputer 112 and a system control microcomputer (hereinafter referred to as the system controller) 124 communicate predetermined information to each other, such as information relative to a zoom switch unit 125 and an AF/MF (manual focusing) mode selecting switch 126, which information is read by the system controller 124 through A/D conversion or the like, and magnification-varying-operation information such as a zooming direction and a focal length for zooming which is controlled by the lens control microcomputer 112. (The zoom switch unit 125 is a zoom switch which outputs a voltage according to the rotating angle of an operating member, and variable-speed-zooming is effected according to the output voltage.) A driver 118 outputs driving energy to a zooming motor ~~102~~ 117 for driving the variator lens 102, in accordance with an instruction to drive the variator lens 102, whereas a driver 120 outputs driving energy to a focusing motor 119 for driving the focusing lens 105, in accordance with an instruction to drive the focusing lens 105, both instructions being outputted from the lens control microcomputer 112. The motors 117 and 119 are provided for driving the variator lens 102 and the focusing lens 105, respectively.--.